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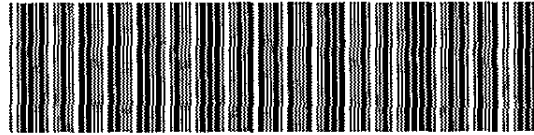
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TALLAHASSEE, FLORIDA

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**HAROLD E. WOLFE, JR., P.A.**

ATTORNEYS AND COUNSELORS AT LAW

SUITE 302, EXECUTIVE CENTRE  
2300 PALM BEACH LAKES BOULEVARD  
WEST PALM BEACH, FLORIDA 33409-3306

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HAROLD E. WOLFE, JR.\*

\*ADMITTED TO BARS OF:

FLORIDA

GEORGIA

ALABAMA

January 31<sup>st</sup>, 2007

\* FLORIDA BAR BOARD  
CERTIFIED TAX ATTORNEY  
\* FLORIDA BAR BOARD  
CERTIFIED ESTATE  
PLANNING AND PROBATE  
ATTORNEY

SECRETARY OF STATE  
Division of Corporations  
409 E. Gaines Street  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Recording of the Articles of Organization  
for: VINTAGE AMERICAN GUITARS, LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir/Madam:

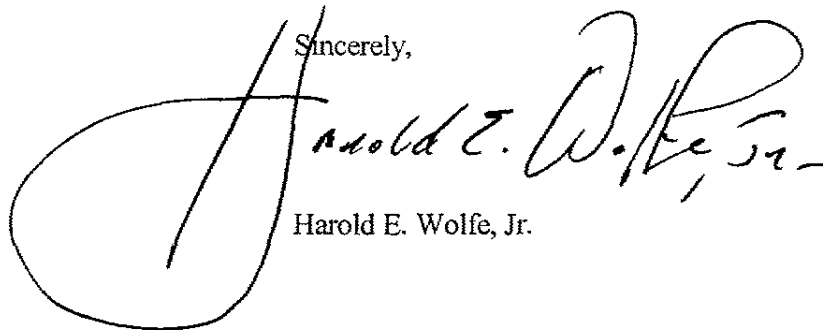
Enclosed please find the original and one (1) copy of Articles of Organization for VINTAGE AMERICAN GUITARS, LLC for filing in the public records. Also enclosed is a check in the amount of One Hundred Fifty-Five Dollars (\$155.00) representing the following fees:

Filing Fee	\$100.00
Certified Copy Fee	30.00
Registered Agent Designation	<u>25.00</u>
<b>Total</b>	<b>\$155.00</b>

Please file these Articles at your earliest convenience and return the certified photocopy to this office in the enclosed self-addressed, stamped envelope.

Should there be any questions, please feel free to call us.

Sincerely,



Harold E. Wolfe, Jr.

HEW:k

Enclosures

xc: Robert J. Jabour  
Jack D. Niles, Jr., C.P.A.

# ARTICLES OF ORGANIZATION

OF

## VINTAGE AMERICAN GUITARS, LLC

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

### ARTICLE I - NAME OF LIMITED LIABILITY COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "VINTAGE AMERICAN GUITARS, LLC".

### ARTICLE II - PERIOD OF DURATION OF LIMITED LIABILITY COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

### ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing address of this limited liability company's principal office is as follows:

**Mailing Address:  
Post Office Box 1674  
Key West, Florida 33041**

The street address of this limited liability company's principal office is as follows:

**Street Address:  
1400 Sunset Drive  
Key West, Florida 33040**

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TALLAHASSEE, FLORIDA

**ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of this limited liability company's initial registered agent address in the State of Florida is: 2432 Flagler Avenue, Key West, Florida 33040. The name of the registered agent at such registered office is: **GUY A. WILLIS, C.P.A.**

**ARTICLE V - ADMISSION OF NEW MEMBERS**

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

**ARTICLE VI - CONTINUATION OF BUSINESS**

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member

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in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof

#### **ARTICLE VII - COMPOSITION OF MANAGEMENT**

This limited liability company shall be managed by two (2) Managers, ROBERT S. JABOUR and TERESA ANN JABOUR, during their joint lifetimes and no other persons or individuals shall have the right to so manage this Limited Liability Company unless ROBERT S. JABOUR and TERESA ANN JABOUR, or their survivor, resigns, dies, voluntarily retires or consents in writing to a successor Manager. Accordingly, this Limited Liability Company is to be a Manager-managed company as set forth in Fla. Stat. §608.407(d) and shall be so managed by ROBERT S. JABOUR and TERESA ANN JABOUR jointly until both have resigned, died, or retired, or consent to a Successor Manager. Upon the resignation, death, or retirement, or written consent to a successor Manager, of ROBERT S. JABOUR and TERESA ANN JABOUR, whichever first occurs, in such event, a successor Manager shall be selected (i) in accordance with any then adopted operating agreement governing this Limited Liability Company or (ii) if no such operating agreement has been so adopted, by majority percentage vote of Members holding a majority of Units in this Limited Liability Company. In accordance with the foregoing, the names and addresses of the Managers of this Limited Liability Company are:

#### **Name of Manager**

ROBERT S. JABOUR

TERESA ANN JABOUR

#### **Address**

1400 Sunset Drive  
Key West, Florida 33040

1400 Sunset Drive  
Key West, Florida 33040

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Notwithstanding anything to the contrary contained in Fla. Stat. §608.426 (or successor section) the Managers shall have sole discretion in making decisions to make distributions to members from this Limited Liability Company. Furthermore, since this limited liability company is to be a manager-managed company, the Manager or Managers herein named shall have all of the rights afforded under Fla. Stat. § 608.422(4)(b) (or successor statute); and the rights afforded the Manager or Managers hereunder shall not be abridged by any subsequent amendments to this limited liability company's operating agreement.

#### **ARTICLE VIII - OWNERSHIP UNITS**

The maximum number of ownership units that this limited liability company is authorized to have outstanding is ten thousand (10,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company (to the extent distribution is authorized) in an amount equal to that ratio in which the number of units held by that Member is the numerator and the total number of units outstanding is the denominator.

#### **ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY**

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the

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Florida Statutes. Additionally, this limited liability company shall engage in the ownership, investment and purchase, sale and improvement of guitars, musical instruments, collectibles, antiques and other aspects of the vintage guitar and musical instrument business and related activities.

#### **ARTICLE X - OPERATING AGREEMENT**

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors and shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned, Members of this limited liability company have executed these Articles of Organization on this the 29<sup>th</sup> day of

January, 2007.

VINTAGE AMERICAN GUITARS, LLC  
a Florida Limited Liability Company

By: *Robert S. Jabour*

ROBERT S. JABOUR,  
AS TRUSTEE OF THE ROBERT S.  
JABOUR REVOCABLE TRUST DATED  
JANUARY 4<sup>TH</sup>, 2007/MEMBER

By: *Teresa Ann Jabour*

TERESA ANN JABOUR,  
AS TRUSTEE OF THE TERESA ANN  
JABOUR REVOCABLE TRUST DATED  
JANUARY 4<sup>TH</sup>, 2007

STATE OF FLORIDA )  
 ) SS  
COUNTY OF MONROE )

BEFORE ME, an officer duly qualified to take acknowledgments, personally appeared **ROBERT S. JABOUR**, in his capacity as the Trustee of the Robert S. Jabour Revocable Trust dated January 4<sup>th</sup>, 2007, the signor who appeared before me at the time of this notarization, and is personally known to me or has produced \_\_\_\_\_ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this the 29<sup>th</sup> day of January, 2007.

NOTARY PUBLIC - STATE OF FLORIDA  
Harold E. Wolfe, Jr.  
Commission # DD627474  
Expires: JAN. 20, 2011  
BONDED THRU ATLANTIC BONDING CO., INC.

  
Signature of Notary Public

Harold E. Wolfe, Jr.  
Printed Name of Notary Public

Notary Public, State of Florida at Large

Serial Number of Commission

My Commission Expires:

\_\_\_\_\_  
[Affix Notarial Seal or Stamp]



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2001 FEB - 5 P 1402  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE  
deposited, personally  
by Teresa Ann Jabour  
on the 5th day of February, 2001  
at the time of this

WITNESS my hand and official seal this the 29<sup>th</sup> day of January, 2007.

Donald E. Walfer  
Signature of Notary Public  
Donald E. Walfer  
Printed Name of Notary Public  
Notary Public, State of Florida at Large

Serial Number of Commission

**[Affix Notarial Seal or Stamp]**

**CERTIFICATION DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is submitted:

That **VINTAGE AMERICAN GUITARS, LLC**, desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Key West, County of Monroe, State of Florida, has named **GUY A. WILKINS, C.P.A.**, as its agent to accept service of process.

Signature:

  
ROBERT S. JABOUR, as Trustee

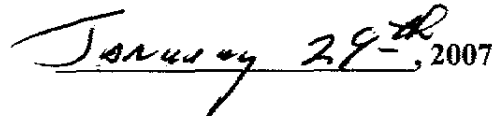
Signature:

  
TERESA ANN JABOUR, as Trustee

Title:

Incorporating Members

Date:


 January 29<sup>th</sup>, 2007

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**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept this appointment as Registered Agent on whom process may be served within the State of Florida for the limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:

  
\_\_\_\_\_  
GUY A. WILLIS, C.P.A.

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1/29/07  
\_\_\_\_\_, 2007  
DATE